

**BY-LAWS  
OF THE  
KENTUCKY ASSOCIATION OF CONSERVATION DISTRICT EMPLOYEES**

**ARTICLE I**

**NAME**

SECTION 1.           NAME OF THE ASSOCIATION

The name of this association shall be the Kentucky Association of Conservation District Employees (KACDE) and it is hereafter in these By-Laws referred to as the Association.

**ARTICLE II**

**OBJECTIVES**

SECTION 1.           THE OBJECTIVES OF THIS ASSOCIATION SHALL BE:

To strengthen the Conservation District programs of Kentucky.

To provide assistance and information to the local Conservation Districts, their governing board, and their employees.

To assist any agency, association, organization, municipality, group or individual who supports the Soil and Water Conservation Districts of Kentucky in the spirit of cooperation, sound conservation practice and proper land use.

To promote, create, and improve efficiency in the operations of the District offices of the Counties of the State.

To provide a medium for the personal development of District Employees and to assist employees to better fulfill their responsibilities.

SECTION 2.           Purposes. To assist in developing and furthering the interest, objectives and purposes of the Kentucky Association of Conservation District Employees to foster and promote charitable and educational purposes designed to further the principles of soil conservation and stewardship, water conservation and energy conservation; to provide, conduct, and sponsor programs to aid individuals, groups, organizations, governmental bodies, associations, and all entities in combating soil erosion, energy, and water waste; including for all such purposes in the making of distributions

to organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

The organization is organized exclusively for charitable and/or educational purposes as defined under section 501(c)(3) of the Internal Revenue Code.

SECTION 3.

Financial Management. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Laws.

The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

The Association shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

SECTION 4. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association, exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

### **ARTICLE III**

#### **NATURE**

SECTION 1. This Association shall be a not-for-profit organization. Its function will be to develop, strengthen and promote Conservation District programs within the state of Kentucky. Coercion by any person in an attempt to use this Association for any other purpose such as collective bargaining is strictly prohibited.

### **ARTICLE IV**

#### **MEMBERSHIP**

SECTION 1. REGULAR MEMBERSHIP  
The membership of this Association shall consist of full-dues paying members, whether full-time or part-time employees of the legally formed Soil and Water Conservation Districts within the State of Kentucky. Each member of the Association shall be entitled to one vote. All members shall be encouraged to attend Association meetings and participate in discussions. Voting by proxy shall not be permitted.

- SECTION 2.           ASSOCIATE MEMBERSHIP  
Advisors such as the Division of Conservation (DOC) and Natural Resources Conservation Service (NRCS) personnel are invited to become Associate Members. Conservation District Supervisors are encouraged to become Associate Members. Associate members will not have voting rights nor will they be eligible for office at any level of the Association.
- SECTION 3.           GROUP/ORGANIZATION MEMBERSHIP  
Open to entities who have available either materials or services which encourage and promote our natural resources. Group/Organization memberships will not have voting rights nor will they be eligible for office at any level of the Association.
- SECTION 4.           Annual membership dues for this Association are set forth in Article VIII – Finances, Section 1 and Section 2. Any change in the amount of dues will be changed only by a majority vote of the Association’s Governing Board at a general meeting and/or special called meeting.
- SECTION 5.           Active membership in the Association will be considered members in good standing who regularly attend Association meetings and participate in the activities of the Association.

## **ARTICLE V**

### **GOVERNING BOARD**

- SECTION 1.           The President, Vice-President, Secretary, Treasurer, Reporter and Immediate Past President will constitute the Association’s Executive Committee.
- SECTION 2.           The Governing Board of the Association will consist of the six (6) members of the Executive Committee and the nine (9) members of the Board of Representatives.
- SECTION 3.           The Board of Representatives may consist of a representative from each of the nine (9) soil and water conservation district areas. The term of office for the elected Representatives shall be two (2) years unless said office would otherwise be left vacant (i.e. no other KACDE member from the said area is willing to serve). The Representatives must be selected from within the Area they are in. Vacancies will be filled by appointment of the President.

SECTION 4.

The officers of the Association consist of the President, Vice-President, Secretary, Treasurer, Reporter and the Immediate Past President and must be active members in good standing with the Association. These officers will be elected according to the provisions set forth in Article VI, Section 1. The selection of candidates to serve as officers for the Association is set forth in Article VI, Section 1. The office of the President will be a two (2) year term elected by a simple majority of full-dues paying members present and voting at the Annual meeting. The office of the Vice-President will be a two (2) year term elected by a simple majority of full-dues paying members present and voting at the Annual meeting. The President and Vice-President may succeed themselves for one additional term; serving a limit of four (4) years. The Secretary, Treasurer and Reporter will serve two (2) year terms. The offices of the Secretary, Treasurer and the Reporter will be eligible to succeed themselves indefinitely; thus having no number of term limits. In the event of a vacancy in the office of the President, the Vice-President will succeed to that office until the next election of officers. In the event of a vacancy in the office of Vice-President, the President will call for a special meeting to elect a Vice-President, who will serve in that capacity until the next election of officers. In the event of a vacancy in the offices of the Secretary, Treasurer or Reporter, the President will appoint a Secretary, Treasurer or Reporter to serve until the next election of officers.

SECTION 5.

The Immediate Past President of the Association will act as an ex-officio member of the Executive Committee for a period of two (2) years. The Immediate Past President shall have voting rights as the ex-officio member.

**ARTICLE VI**

**OFFICERS**

SECTION 1.

**OFFICER ELECTIONS**

Only active members will be eligible to hold office.

The election of officers will be held at the Annual meeting of the Association and those elected will begin their term of office immediately upon conclusion of the Annual meeting. Nominations for all offices will be accepted from the floor.

The duties of the Association's Executive Committee shall be those normally pertaining to such officials in any association and shall have the power to act in the name of the Association between regular or special board meetings.

SECTION 2.

DUTIES AND RESPONSIBILITIES

A. PRESIDENT

1. The President shall preside over all meetings of the Association.
2. The President shall serve as chairman of the Governing Board.
3. The President shall call special meetings of the Association, and the Governing Board as prescribed within these By-Laws.
4. The President shall perform all acts and duties required of a presiding officer.
5. The President shall co-sign with the Secretary, Treasurer and the Vice-President all legal documents of the Association. The President shall co-sign with the Treasurer only when needed.
6. The President, with the consent of the Governing Board, will be empowered to appoint at his/her discretion any person or committee to expedite the objectives of the Association, and if the President elects and/or the Governing Board chooses, the President may serve as ex-officio member of all committees. It will be the duty of the President to see that all committees function, and the President will cooperate with each committee to that end.
7. The President will perform such other duties as may, from time to time, be assigned to him/her by the Governing Board.

B. VICE-PRESIDENT

1. The Vice-President shall assist in preparing and conducting the Annual meeting as well as developing programs for future meetings of the Association. Vice-President will serve as chair of the Membership Committee.
2. The Vice-President will occupy the position and perform the duties of President if for any reason; the President is absent or unable to attend these duties.
3. The Vice-President shall perform other duties that, from time to time, may be assigned by the President and Governing Board.

C. SECRETARY

1. The Secretary will keep all minutes and correspondence of the Association. The Secretary will record the minutes of all meetings and provide copies of the meeting minutes to each member of the Governing Board within thirty (30) days time following a meeting.

D. TREASURER

1. The Treasurer must be bonded by KACDE. The Treasurer will keep and maintain an accurate record of all monies received and disbursed by the Association.
2. The Treasurer shall sign all checks on behalf of the Association up to \$100.00. All other checks written should be pre-approved by the Governing Board. Any check written to the KACDE Treasurer shall be signed and issued by the Alternate Signer. (See Policy #6)
3. A report of to-date receipts, expenditures, and balances shall be reported by the Treasurer at all meetings of the Governing Board or of the Association.

E. REPORTER

1. The Reporter is responsible for writing and distributing a bi-annual newsletter via email to all employees of Kentucky's Soil and Water Conservation Districts and the Association's membership.
2. The Reporter will update and maintain, as needed, the District Employee Directory.
3. The Reporter will attend the annual KACD Convention and report to all District Employees the pertinent information made available at the Convention.
4. The Reporter will provide the results of the annual audit to the Association.

**ARTICLE VII**

**BOARD OF REPRESENTATIVES**

SECTION 1.

The Board of Representatives will consist of one (1) representative from each of the nine (9) soil and water conservation district areas. Only active members of the Association will be eligible to serve as a representative. The Area Representatives shall be nominated and elected at the Annual meeting of the Association. Representatives from Areas 1, 3, 5, 7 and 9 shall be elected on odd number years. Representatives from the Areas of 2, 4, 6 and 8 shall be elected on even number years. The duties of newly elected Representatives shall commence immediately following the close of the Annual meeting.

SECTION 2. It is the responsibility of the Area Representatives to call special meetings within their areas when it is deemed to be in the best interest of Conservation District programs and otherwise assist employees within their respective areas. In addition, Area Representative's responsibilities include gathering and/or disseminating information on behalf of the Association from/to their individual areas as needed. This may be accomplished via email, mail or telephone.

## ARTICLE VIII

### FINANCES

SECTION 1. REGULAR MEMBERSHIP DUES  
Annual membership dues for this Association will be set at \$12.00 per member per fiscal year. (July 1 through June 30.) Dues will be payable to KACDE and sent to the Association's Treasurer by July 31<sup>st</sup> of each year and will not be pro-rated for late payment. Dues will be pro-rated for newly hired employees who choose to become a member of the Association.

SECTION 2. ASSOCIATE AND GROUP/ORGANIZATION MEMBERSHIP DUES  
Dues will be \$12.00 per associate member per fiscal year (July 1 through June 30). Group/Organization membership dues will be set at \$25.00 per fiscal year (July 1 through June 30). Dues will be payable to KACDE and sent to the Association's Treasurer by July 31<sup>st</sup> of each year and will not be pro-rated for late payment.

Annual membership dues shall be deposited into an interest drawing account for the KACDE Scholarship.

SECTION 3. AUDIT  
The President shall provide for an annual internal audit committee consisting of the President, Treasurer and Reporter. An external audit is to be conducted every four (4) years, or with the change of the Treasurer position. All disbursements shall be properly itemized, verified, and certified by the Treasurer before payment.

SECTION 4. DEBT  
No power to borrow money or otherwise incur indebtedness to the Association is granted to any officer, representative or member.

**ARTICLE IX**

**COMPENSATION**

SECTION 1. The Governing Board, officers, and committee members on official assignment by this Association shall serve without compensation. The Treasurer and President of the Executive Committee shall approve, or disapprove in writing, the payment of reasonable, specific operating expenses incurred by members in the lawful transaction of Association business.

**ARTICLE X**

**MEETINGS**

SECTION 1. The Association will hold at least one meeting each year. This Annual meeting will be held in conjunction with the Kentucky Association of Conservation Districts annual convention. This meeting should include the election of officers and transacting Association business.

SECTION 2. Special meetings may be called by the President or when requested by the Board of Representatives. Notices of all meetings must be sent to the Governing Board at least fifteen (15) days in advance of the meeting.

SECTION 3. KACDE will follow Roberts Rules of Order at all business meetings.

SECTION 4. A quorum must be present at all meetings to conduct official Association business. A quorum shall consist of at least five (5) members of the Governing Board.

**ARTICLE XI**

**AMENDMENTS**

SECTION 1. Amendments to these by-laws may be made by two-thirds majority vote of dues paying members present at the annual meeting or special meeting of the Association. Copies of the proposed by-laws or amendments will be sent to the Association's membership forty-five (45) days preceding the opening of the regular or special meeting. The by-laws will be reviewed once every five (5) years beginning with the year 2010.

## **ARTICLE XII**

### **RESOLUTIONS AND POLICY**

SECTION 1. Resolutions and policy not having to do with amendments to the by-laws may be adopted by a majority vote of the Governing Board present at the annual meeting or special meeting of the Association.

## **ARTICLE XIII**

### **PROCEDURES FOR REMOVAL OF OFFICE**

SECTION 1. Procedures to remove an elected official from office apply to the following KACDE positions: President, Vice President, Secretary, Treasurer, Reporter, Area Representatives and Past President.

- A. Reason for removal may include but is not limited to:
1. Convicted of a felony crime
  2. Theft of funds
  3. Mismanagement or falsifying documents
  4. Harming the reputation of the Association
  5. Not acting in a manner suitable for position
  6. Causing discontent among the Association
  7. Not actively attending or participating in regular meetings (Excessive, unexcused absences – 3 consecutive meetings in a row). Conference calls are considered participating in meetings. Governing Board will determine if absences are unexcused.
- B. The procedures to remove an officer will be as follows:
1. A special called meeting will be held to discuss the reason the Governing Board is not pleased with the board member.
  2. All complaints shall be documented in writing.
  3. A certified letter will be sent to the board member in question to explain the displeasure of the Governing Board.
  4. Board member in question must give explanation by certified letter of the complaints to the board and/or allowed to address the issue in front of the Governing Board. Board member will have ten business days to respond to complaint.
  5. Governing Board will review letter of board member's response while in closed session and discuss the explanation provided by the board member in question.

6. Governing Board will vote by secret ballot to decide if the board member in question is to be removed from office. To remove board member from office, there must be no less than eight (8) votes from the Governing Board. (6 officers and 9 area representatives)
7. In the event board member in question is removed from office, the Governing Board will appoint a board member replacement.
8. Appointed board member will take office immediately and will complete the unexpired term of office. They will be eligible to seek election by the Association upon the expiration of that term.
9. The Governing Board will consider and determine the eligibility of the board member removed, as a candidate for elective office with the Association, at any point following removal of office.

#### **ARTICLE XIV**

##### **DISSOLUTION**

SECTION 1. In the event of dissolution of the KACDE organization, all remaining funds will be used for a one time scholarship(s) for Kentucky Conservation District employee(s) and/or immediate family member(s).

*The Kentucky Association of Conservation District Employees (KACDE) prohibits discrimination in all its programs and activities on the basis of race, color, national origin, age, disability, and where applicable, sex, marital status, familial status, parental status, religion, sexual orientation, genetic information, political beliefs, reprisal, or because all or part of an individual's income is derived from any public assistance program.*

These amended by-laws were adopted by the Association during a meeting on the 13th day of July, 2009.

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President, KACDE

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Secretary, KACDE